

# Record of Proceedings

## THE MILWAUKEE RADIO AMATEURS' CLUB, INC.

Articles of Incorporation and By-  
Laws brought up to date by  
Atty. Paul A. Leeb W9TKY  
March 1948

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# Record of Proceedings

## ARTICLES OF ORGANIZATION

KNOW ALL MEN By these presents, that the undersigned adult persons, Loy Shell Baird, Clarence N. Crapo and Leo J. Topolinski, residents of the city of Milwaukee, Milwaukee county, state of Wisconsin, being desirous of forming a corporation for the purposes set forth in Chapter 86 of the Wisconsin Statutes, do hereby make, sign and agree and acknowledge the following Articles of Organization:

ARTICLE I. The undersigned have associated and do hereby associate themselves together, the purposes for which is to own, operate and maintain an amateur, special amateur or experimental radio telegraphic and telephonic station or stations; to promote the art and knowledge of radio telegraphy, radio telephony, and allied subjects among its members; to associate or affiliate itself with the American Radio Relay League, Inc., of Hartford, Connecticut, or any other radio telegraphic or telephonic organization or organizations; for the more effective relaying of friendly messages between the different stations, for legislative protection, for orderly operating, and for practical improvement of short-wave radio telegraphic communication; for banding local radio amateurs into a non-commercial organization that could champion their cause and to provide a means whereby the intellectual standing of the members could be collectively raised; and to uphold the laws of radio communication of the United States of America and assist its officials in apprehending offenders thereof.

ARTICLE II. The name of such corporation is to be "THE MILWAUKEE RADIO AMATEURS' CLUB, INC.," and its location is to be in the city of Milwaukee, county of Milwaukee, and state of Wisconsin.

ARTICLE III. This corporation is formed without capital stock, and no dividends or pecuniary profits shall be declared to the members thereof.

ARTICLE IV. The general officers of such corporation shall be a President, Vice-President, Secretary, Treasurer and Business Manager.

The Board of Directors shall consist of seven members, who shall be elected on the last Thursday in September of each year by a majority vote of the members of this

# Record of Proceedings

The said corporation shall hold its first meeting for the election of officers on the 21st day of March, 1923, at two o'clock in the afternoon, in the city of Milwaukee, Milwaukee County, Wisconsin. The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

ARTICLE V. The principal duties of the President shall be to preside at all meetings of the Board of Directors and all the regular and special meetings of the members, and to have a general supervision of the affairs of the corporation.

The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability for any cause whatever of the latter.

The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed and to keep a record of the proceedings of the Board of Directors and safely and systematically keep all books, papers, records and documents belonging to the corporation or in any wise pertaining to the business thereof.

The principal duties of the Treasurer shall be to keep and account for all moneys, credits, and property of any and every nature of the corporation, which shall come into his hands, and to keep an accurate account of all moneys disbursed and to render such accounts, statements and inventories of moneys received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the Board of Directors.

The principal duties of the Business Manager shall be to take care of the general business of this corporation, and to conduct all the outside correspondence of the corporation. He shall represent the club at all meetings with other clubs and associations, and shall also represent the club in all business transactions with individuals, partnerships or corporations.

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interests of the corporation. Whenever the Board of Directors may so order, the offices of Secretary and Treasurer may be held by the same person.

The said officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

ARTICLE VI. The membership of the corporation shall be composed of Honorary Members, Members, Associate Members and Junior Members.

Candidates for regular membership shall hold a United States radio operator's license of amateur or higher grade, shall be at least eighteen (18) years of age, and shall have a bona fide interest in amateur radio activities. Candidates

# Record of Proceedings

activities. Junior membership is for candidates under eighteen (18) years of age having a bona fide interest in amateur radio activities.

The members of said corporation (except Honorary Members) shall pay an initiation fee of Fifty Cents. The Members and Associate Members shall pay a monthly fee of Fifty Cents, and the Junior Members Twenty-five Cents per month.

The members will be discharged or expelled for misconduct or neglect of duties and obligations and for the non-payment of dues as prescribed by the By-Laws.

ARTICLE VII. These articles may be amended by resolution~~xx~~ setting forth such amendment or amendments adopted at any meeting of the members of this corporation by a vote of at least one-half of the members of this corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 8th day of March, A. D. 1923.

\_\_\_\_\_  
LOY SHELL BAIRD

\_\_\_\_\_  
CLARENCE N. CRAPO

\_\_\_\_\_  
LEO J. TOPOLINSKI

Signed in the presence of:

\_\_\_\_\_  
AGNETTA JENSEN

\_\_\_\_\_  
MINNIE BURGER

STATE OF WISCONSIN ) ss.  
MILWAUKEE COUNTY (

Personally came before me this 8th day of March, 1923, the above named Loy Shell Baird, Clarence N. Crapo and Leo J. Topolinski, to me known to be the persons who executed the foregoing instrument and acknowledged the same.

(SEAL)

\_\_\_\_\_  
HARRY A. ZAIDINS  
Notary Public, Milwaukee County, Wis.  
My commission expires Dec. 27, 1925.

STATE OF WISCONSIN) ss.  
MILWAUKEE COUNTY ((

Loy Shell Baird and Leo J. Topolinski, being both duly sworn, doth each for himself depose and say: that he is one of the original signers of the above declaration and articles. That the above and foregoing is a true, correct and complete copy of the said original articles and declaration, and of the whole thereof.

\_\_\_\_\_  
LOY SHELL BAIRD

# Record of Proceedings

Subscribed and sworn to before me,  
this 8th day of March, A. D. 1923.

-#1195903-

(This is recorded in  
Vol. 50, of corp. page 338  
March 17, 1923 at Registers  
office-Milwaukee County

HARRY A. ZAIDINS  
Notary Public, Milwaukee County, Wis.  
My commission expires Dec. 27, 1925.

(F. O. Phelps  
(Reg. of Deeds.)

## COPY OF CERTIFICATE OF INCORPORATION

UNITED STATES OF AMERICA

THE STATE OF WISCONSIN

DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, FRED R. ZIMMERMAN, Secretary of State of the  
State of Wisconsin, do hereby certify that on the tenth day  
of March, A. D. 1923, there was filed in the Department of  
State an instrument in writing, purporting to be Articles of  
Association, with a view of forming a corporation to be known  
as

THE MILWAUKEE RADIO AMATEURS' CLUB, INC.  
without Capital Stock, the business and purpose of which be-  
ing to own, operate and maintain an amateur, special amateur  
or experimental radio telegraphic and telephonic station or  
stations; etc., and a certificate having been filed in this  
Department to the effect that said Articles were recorded in  
the office of the Register of Deeds of Milwaukee County, Wis-  
consin, on the seventeenth day of March, A. D. 1923:

THEREFORE, the State of Wisconsin does hereby grant  
unto the said corporation the powers and privileges conferred  
by Chapter 86 of the Wisconsin Statutes for the purposes above  
stated and in accordance with the said Articles of Association

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal  
at the Capitol, in the City of Madison,  
this twentieth day of March, A. D. 1923.

FRED R. ZIMMERMAN

Secretary of State

(SEAL OF STATE)

# Record of Proceedings

## MINUTES OF FIRST MEETING OF INCORPORATORS AND MEMBERS

Minutes of the first meeting of the incorporators and members of The Milwaukee Radio Amateurs' Club, Inc., held at the office of said corporation at Milwaukee, Wisconsin, on the 21st day of March, A. D. 1923, at two o'clock, P. M., pursuant to the following waiver of notice and consent to the holding of said meeting signed by all the incorporators of this corporation on the record of said meeting:

We, the undersigned, being all of the incorporators of The Milwaukee Radio Amateurs' Club, Inc., do hereby severally waive notice of the time, place and purpose of the first meeting of all of the members of said Company, and do hereby call said meeting and consent to the holding thereof at the office of said corporation in the city of Milwaukee, Wisconsin, on the 21st day of March, A. D. 1923, at the hour of two o'clock, P.M., of said day; and we do hereby severally consent to the transaction of any and all business that may come before said meeting, including the perfecting of the organization of said corporation, the adopting of a code of By-Laws and the electing of a Board of Directors.

Dated this 21st day of March, A. D. 1923.

L. S. HILLEGAS BAIRD

CLARENCE N. CRAPO

LEO J. TOPOLINSKI

The meeting was called to order by Loy Shell Baird, one of the incorporators of said corporation;

Thereupon, said meeting proceeded to organize and, upon motion duly made, seconded and unanimously carried, Loy Shell Baird was elected Chairman of said meeting and thereafter acted as such.

Thereupon, on motion duly made, seconded and unanimously carried, Leo J. Topolinski was elected Secretary of said meeting and thereafter acted as such.

Thereupon, on motion duly made, seconded and unanimously carried, the Secretary called the roll of the members of this corporation and, it appearing that all of the members were present, the meeting was declared competent to transact any and all business that might lawfully come before it, including the adoption of By-Laws and the election of a Board of Directors.

Thereupon, the incorporators reported that they had caused to be prepared and filed in the office of the Secretary of State a verified copy of the Articles of Organization of this corporation, of which a true and correct copy appears on the preceding pages of this record; and that they had paid the required filing fee to said Secretary of State and had caused to be filed in the office of the Register of Deeds of the

# Record of Proceedings

ceived from said Secretary of State the Certificate of Incorporation of which a true and correct copy appears on the preceding pages of this record; and, after a full examination of said Articles and said Certificate of Incorporation, upon motion duly made and seconded, the following resolution was unanimously adopted and ordered spread at length upon the records of this meeting.

## RESOLUTION

"BE IT RESOLVED: That the Articles of Organization of this corporation and the Certificate of Incorporation be, and the same are hereby, approved and ordered made a part of the records of this corporation, and that all action taken by said incorporators in connection therewith be, and the same is hereby ratified, approved and confirmed; and

BE IT RESOLVED: That this corporation shall pay any and all legal and other expenses incurred in connection with its incorporation and its organization."

Thereupon, the meeting proceeded to consider By-Laws and, after a thorough consideration of the By-Laws and a full and complete discussion thereof and all of those present being fully conversant therewith, the following By-Laws were, on motion, duly made and seconded, unanimously adopted as and for the By-Laws of this corporation, to-wit:

## BY-LAWS.

### ARTICLE I

#### MEMBERS

#### Section 1. Place of meetings.

Regular meetings of the Members shall be held in the Trustees' Room of the Milwaukee Public Museum located at 818 W. Wisconsin Ave., Milwaukee, Wisconsin, or at such other places as designated by the Board of Directors.

#### Section 2. Annual Meeting.

The annual meeting of the Members of this corporation shall be held on the last Thursday of September of each year at Eight o'clock P.M., And it shall be the duty of the Secretary to give five days' notice in writing of such meeting by ordinary mail to each member, said notice to state that the meeting is the annual meeting and the time and place

# Record of Proceedings

such notice shall not effect the validity of such annual meeting or of any proceedings at such meeting providing a quorum of the membership is present. At the annual meeting any business may be transacted which does not, by the laws of the State of Wisconsin, require a special notice.

## Section 3. Special Meetings.

Special meetings of the Members may be held whenever called by the Secretary upon the direction of the President or upon the written direction of a majority of the Directors then in office, or upon the written direction of one-fourth of the Members of the corporation. It shall be the duty of the Secretary to give five days' notice of such meeting in writing by ordinary mail, Said notice to state the purpose for which and the time and place where said meeting will be held and said notice to be addressed to each Member at his address as the same appears upon the records of the corporation.

## Section 4. Regular Meetings.

The regular meetings of the Members of this corporation shall be held every Thursday evening at Eight o'clock P.M., ~~except on legal holidays~~ except no meeting will be held where a Thursday falls on a legal holiday. Meetings to start first Thursday after Day and end last Thursday in May of each year.

## Section 5. Irregular Meetings.

Whenever a quorum of the members of the corporation shall be present at any meeting, however notified, and shall sign a written consent to the holding of such meeting on the records thereof, they may transact any business at such meeting which could lawfully be transacted at any meeting of the Members of this corporation regularly called and notified.

## Section 6. Quorum.

One-fourth of the voting membership of this corporation shall constitute a quorum at any meeting of such Members and be capable of transacting any business thereof, except when otherwise especially provided by law or by the Articles of Organization of this corporation; but if, at any meeting of the Members, there be less than a quorum present, a majority in interest of the Members present in person may adjourn from time to time without notice other than by announcement at the meeting until a sufficient number of Members requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present any business may be transacted which might have been transacted at the meeting as ~~originally notified~~ originally notified.

~~as originally notified~~

# Record of Proceedings

## Section 7. Organization.

The President, and in his absence the Vice-President, and in their absence any Member of the Board of Directors chosen by the Directors present, shall call such meetings and the Secretary of the corporation shall act as Secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding officer may appoint any Member of the Board of Directors to act as Secretary of the meeting.

## Section 8. order of Business.

The order of business at the regular weekly meetings of the Members of this corporation shall be as follows:

- (1) Call to order,- Eight o'clock P.M.
- (2) Taking of Attendance
- (3) Reading of the Minutes of the preceding meeting and action thereon.
- (4) Reports of Officers.
- (5) Reports of Standing Committees.
- (6) Reports of Special Committees.
- (7) Unfinished business.
- (8) Miscellaneous Business.
- (9) New Business.
- (10) Radio Talks.
- (11) General Radio Discussion.

The order of business at special meetings of the Members of this corporation shall be as follows:

- (1) Call to order,- at time prescribed by President.
- (2) Business for which meeting was called.

The order of business at the annual meetings of the Members of this corporation shall be as follows:

- (1) Call to order,- 8:00 P.M.
- (2) Roll Call.
- (3) Reading of the Minutes of the preceding meeting and action thereon.
- (4) Reports of the Board of Directors for the year.
- (5) Reports of the Officers for the year.
- (6) Reports of Standing Committees for the year.
- (7) Election of a Board of Directors for ensuing year.
- (8) Election of Officers by Board of Directors.
- (9) Plans for the coming year.
- (10) Special Features.

## Section 9. Conduct of Meetings.

All meetings of this corporation shall be conducted with reasonably strict adherence to Roberts Rules of Order, Revised. This refers to the manner of addressing the chair

# Record of Proceedings

explained in the Articles of Organization of this corporation.

## Section 10. Conduct of Members at Meetings.

The use of profane and obscene language at any regular weekly business meeting or special meeting of the corporation is strictly prohibited.

## Section 11. Qualifications for Membership.

The membership of the corporation shall be composed of: (1) Regular Members, (2) Associate Members, (3) Junior Members, (4) Life Members, (5) Honorary Members, (6) Non-Resident Members.

(1) The regular members shall be eighteen (18) years of age or over, and hold a United States radio operator's license of AMATEUR grade, shall be a member in good standing of the American Radio Relay League, Inc., and shall have a bona fide interest in amateur radio activities. (2) Candidates for Associate Membership shall be eighteen (18) years of age or over, and have bona fide interest in amateur radio activities, but need not hold any type of radio operator's license. (3) Candidates for Junior Membership shall be under the age of eighteen (18) and have a bona fide interest in amateur radio activities. (4) Candidates for Life Membership shall be selected from the Regular Membership of the Corporation by the Board of Directors after such member has been (a) a Regular Member in good standing, continuously for a period of twenty (20) years, or has been (b) a Regular Member in good standing, continuously until such time as a sum of fifty dollars (\$50.00) has, in the form of dues, been contributed to the treasury and has made a formal request, in writing to the Board of Directors for this classification of membership; or has been (c) deemed by the Board of Directors of the Corporation worthy of this classification because of their outstanding efforts on behalf of the Corporation in promoting, beyond ordinary requirements, the interests of the Corporation as a whole. The provision governing such selection shall depend upon which situation shall be first to occur. All other provisions of Regular Membership shall govern this class of Membership. (5) Candidates for Honorary Membership shall be selected by the Board of Directors from any list or lists of individuals who have contributed outstanding service to or for Amateur Radio, with the provision however, that Honorary Members shall not be deemed voting members of the Corporation. (6) Candidates for Non-Resident Membership shall have a bona fide interest in Amateur Radio activities and shall not live within the corporate limits of the County of Milwaukee in the State of Wisconsin, with the provision however that Non-Resident Members shall not be deemed voting members of the Corporation.

~~Section 12. Officers and Directors.~~

~~The members of this Corporation, except Honorary~~

~~members, shall elect annually a President, Vice President, Secretary, Treasurer, and a Board of Directors, consisting of not less than five (5) members.~~

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# Record of Proceedings

Regular, Associate and Non-Resident Members in good standing who, because of illness or accidents involving their person and whose incapacity is of a prolonged nature, shall, upon request in writing or upon request of two (2) or more directors of the corporation, be deemed eligible for a leave of absence which shall free such members from any payments of dues, fees or assessments for such period of time as such incapacity exists. Such members shall be deemed to be non-participating and shall forfeit all privileges due them under ordinary circumstances, with the provision however, that their status as Regular, Associate or Non-Resident Members may be resumed upon their recovery.

Regular and Associate Members in good standing, who because of the nature of their employment, are called from the County of Milwaukee, State of Wisconsin, for a prolonged period of time, shall, upon written request be deemed eligible for Non-Resident Membership for such duration, not to exceed five (5) years, as their employment may keep them away; with the provision however, that their status as Regular or Associate Members may be resumed upon their return.

## Section 12. Fees.

The Members of said Corporation (except Honorary Members) shall pay an initiation fee of Fifty Cents (\$0.50). Regular Members, ~~xxx~~ Associate Members & Junior Members shall pay a monthly fee of Twenty-Five Cents (\$0.25) for each month of the regular club season,

# Record of Proceedings

omitting the months of June, July and August, those months not being part of any club season. Life Members and Honorary Members shall be deemed to be non-contributing members and shall not be considered liable for any payments of dues, fees or assessments chargeable to other classes of membership. Non-Resident Members shall pay a yearly fee of one dollar (\$1.00

Regular, Associate and Non-Resident Members in good standing who enter any of the armed services of the United States of America shall, upon written request or upon request of two (2) or more Directors of the Corporation, be deemed eligible for a leave of absence which will free such individuals from any payments of dues, fees or assessments for such period of time of service in the armed forces of the United States of America as may be required by law. Such members shall not forfeit any privileges due them under ordinary circumstances.

## Section 13. Suspension.

Any Member failing to pay his dues for a period of two months shall be suspended (upon approval of Board of Directors) until his dues have been paid, and it shall be the duty of the Treasurer to notify such Member twice within the two months before suspension. Members will also be discharged or expelled for misconduct or neglect of duties and obligations.

## Section 14. Resignation.

Any member may resign at any time by filing a written resignation with the secretary.

## ARTICLE II

### BOARD OF DIRECTORS

## Section 1. General Powers.

The property, affairs and business of this corporation shall be under the care of and be managed by the Board of Directors who shall be chosen annually by the Members of the annual meeting of the Members from among their number, and shall hold office for one year and until their respective successors are chosen and qualified.

## Section 2. Additional Powers.

Without restricting the powers of the Board of Directors by implication or otherwise, said Board shall have, in addition to all other powers which they may lawfully exercise the following powers, to-wit:

(a) The Board of Directors shall have the power to purchase, or otherwise acquire, lease, sell, convey, assign or

# Record of Proceedings

real, personal or mixed, at such prices and on such terms and conditions and for such consideration as it may see fit, and may at its discretion pay for any property or rights acquired by the corporation either wholly or partially in money or in stock, bonds, or other evidences of indebtedness, subject however to the provisions of Section 1753, Wisconsin Statutes.

(b) The Board of Directors shall have the power to elect or appoint assistants to the general officers of the corporation, and such other officers, agents and servants as it may from time to time deem necessary, define their duties and obligations, fix their compensation and fill vacancies therein, and the Board of Directors shall have the power to remove and suspend permanently or temporarily the officers, the assistant officers, agents and servants appointed by it, and to delegate to any officer of the corporation by resolution all or any of the powers stated in this section with such restrictions as it deems expedient.

(c) The Board of Directors shall have the power to establish branch offices or places of business in this state or elsewhere.

(d) The Board of Directors shall have the power to authorize its general officers to borrow money for corporate purposes, and to execute in the corporate name bills, notes or other evidences of indebtedness, but no mortgage shall be given by this corporation on any of its property, either real or personal to secure the payment of its debts, or to borrow money for the purposes of the corporation without the consent of a majority of the members of the corporation.

## Section 3. Resignation.

Any Director desiring to resign as an officer of the club, must submit to the secretary his written resignation, which will be placed before the next regular meeting of the Board of Directors for acceptance.

## Section 4. Removal.

Any Director may be removed at any time at a special meeting of the Members of the corporation called for such purpose by the affirmative vote of a majority of the Members of the corporation.

## Section 5. Vacancies.

In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining Directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next succeeding election, said successor to be chosen from the membership.

## Section 6. Place of Meetings.

All meetings of the Board of Directors shall be held

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Section 7. Regular Meetings.

Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Members and at such other times as the Board of Directors may by resolution determine. At least seven (7) days notice in writing by mail of regular meetings of the Board of Directors is necessary.

Section 8. Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the Secretary upon the direction of the President, or upon the written request of any two Directors; and it shall be the duty of the Secretary to give five (5) days notice of such meetings in person or by mail or telegraph to enable the Directors so notified to attend such meeting.

Section 9. Meetings by Consent.

Meetings of the Board of Directors may be held at any time or place where all of the Directors are present and consent to the holding of such meeting.

Section 10. Quorum.

A majority of the Directors convened according to these By-Laws shall constitute a quorum for the transaction of business; but if, at any meeting of the Board, there shall be less than a quorum present a majority of those present may adjourn the meeting from time to time.

Section 11. Organization.

The President and in his absence the Vice-President and in their absence any Director chosen by the Directors present shall call meetings of the Board of Directors to order and shall act as Chairman of such meeting and the Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors but in the absence of the Secretary the presiding officers may appoint any Director to act as Secretary of the meeting.

Section 12. Order of Business.

The order of business at all meetings of the Board of Directors shall be as follows:

- (1) Roll call
- (2) Reading of minutes of the preceding meeting and action thereon.
- (3) Reports of Officers
- (4) Reports of Committees
- (5) Unfinished Business
- (6) Miscellaneous Business
- (7) New Business

# Record of Proceedings

## ARTICLE III

### GENERAL OFFICERS

#### Section 1. Election.

The Board of Directors shall annually at the regular meeting of said Board held immediately following the annual meeting of the Members, choose one of their number President and such other officers as the corporate Articles and By-Laws require and fix their compensation, said officers to hold office for the term of one year and until their successors are elected and qualified.

#### Section 2. Duties.

The principal duties of the several general officers respectively are as follows:

(1) The President shall preside at all of the meetings of the Members and of the Board of Directors. He shall be the chief executive officer of the corporation and shall have the general supervision, direction and active management of the property, affairs and business of the ~~map~~ corporation, subject to the Board of Directors. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute all deeds, leases, conveyances, contracts and agreements authorized by the Board of Directors. He shall submit a complete and detailed report of the corporation for the fiscal year and of its financial condition to the Board of Directors at its first regular meeting in each year and to the Members at their annual meeting and shall, from time to time, report to the Board of Directors all matters within his knowledge which the interests of the corporation may require to be brought to its notice. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors, or as may be prescribed from time to time by the By-Laws.

(2) The Vice-President shall discharge the duties of the President in the event of his absence or disability for any cause whatever. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(3) The Secretary shall countersign all deeds, lease or conveyances executed by said corporation, affix the corporate seal thereto and to all other papers requiring such seal, and shall keep a correct and complete record of all of the proceedings of said corporation, including such as relate to the election of its officers. He shall also keep a book containing the names of all Members since its organization showing the places of residence and shall safely and systematically keep all books, records and papers belonging to the corporation, or in anywise pertaining to the business thereof. He shall attend to the giving and serving of all notices of the corporation whereby meetings of the

# Record of Proceedings

Secretary of a corporation, subject to the Board of Directors. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(4) The treasurer shall keep and account for all moneys, credits and property of the corporation which shall come into his hands and keep an accurate account of all money received and disbursed. He shall make such statements as corporations are required to make by the laws of the state of Wisconsin. He shall have the custody of all of the funds and securities of the corporation. Whenever necessary and proper, he shall indorse on behalf of the corporation all checks, notes or other obligations and evidences of the payment of money payable to the corporation or coming into his possession and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into his possession in such banks as may be selected as the depositories of this corporation, or properly care for them in such other manner as the Board of Directors may direct. He shall sign all checks and other instruments drawn on or payable out of the funds of the corporation and all bills, notes and other evidences of indebtedness of the corporation not requiring the seal of the corporation. Whenever required by the Board of Directors so to do, he shall exhibit a true and complete statement of his cash account and of the securities and other funds in his possession, custody and control. He shall at all reasonable times within business hours exhibit his books and accounts to any Director. He shall in general perform all of the duties which are incident to the office of Treasurer of a corporation, subject to the Board of Directors. If the Board of Directors shall so require it, he shall give bond in such sums and with such surety the Board of Directors may direct for the faithful performance of his duties and for the safe custody of the funds and property coming into his possession. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(5) The Business Manager shall take care of the general business of this corporation and conduct all the outside correspondence of the corporation. He shall represent the club at all meetings on all business transactions with individuals, partnerships or corporations. He shall in general perform all of the duties which are incident to the office of Business Manager of a club, subject to the Board of Directors. He shall perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

## Section 3. Delegation of Duties.

In case of the absence or inability to act of any officer of the corporation, the Board of Directors may delegate for the time being the duties of such officer to any other officer or to any Director.

# Record of Proceedings

## ARTICLE X IV

### COMMITTEES

#### Section 1. Appointment.

The Board of Directors may annually at the regular meeting of said Board held immediately following the annual meeting of the Members or at any Board Meeting appoint members to serve on the different committees for a period of one year, and until their successors are appointed.

#### Section 2. Duties.

The principal duties of the several committees respectively are as follows:

(1) The Membership Committee shall conduct a continuous membership campaign, and shall in general perform all of the duties which are usually performed by membership committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(2) The Technical Committee shall conduct contests and experiments and research on all new developments in short wave radio telegraphic apparatus and report on the same in order that the Members of this corporation may be benefitted thereby, and shall in general perform all of the duties which are usually performed by technical committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(3) The Publications Committee shall study radio literature and report in brief all matters of interest to the Members of the corporation, and shall in general perform all of the duties which are usually performed by publication committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(4) The Program Committee shall arrange in advance the programs of the meetings of the Members of this corporation and shall obtain speakers on radio and allied subjects both from among the membership of the corporation and from outside sources. It shall perform in general all the duties which are usually performed by program committees, and shall also perform such additional duties as may be prescribed from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws.

(5) The Traffic Committee shall assist in enforcing the radio regulations of the United States Government in the city

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The general and principal books of account of this corporation shall be kept in its principal office in this State,

# Record of Proceedings

## ARTICLE VII

### AMENDMENTS

#### Section 1. Amendments.

By-Laws may be adopted, amended or repealed at any meeting of the Members ~~xxx~~ by the vote of a majority of Members requisite to constitute a quorum present at any such meeting

Thereupon, the meeting proceeded to the election of a Board of Directors and the following Directors were duly elected:

Herbert F. Wareing	Eugene W. Ruppenthal
Clarence N. Crapo	Alvin Simandl
Edward T. Howell	Irving Strassman
	Marian Szukalski

There being no further business to come before said meeting on motion duly made, seconded and unanimously carried, the meeting adjourned sine die.

A true record,

L. S. Hilkegas - Baird  
Chairman of said Meeting

Attest:

Leo J. Topolinski  
Secretary of said Meeting

# Record of Proceedings

## MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS

Minutes of the first meeting of the Board of Directors of The Milwaukee Radio Amateurs' Club, Inc., held at the office of said corporation in the city of Milwaukee, Wisconsin, this 21st day of March, 1923, at four o'clock P.M., pursuant to the following waiver of notice and consent to the holding of said meeting signed by all of the Directors of this corporation on the records of said meeting, to-wit:

We, the undersigned, being all of the Directors of the Milwaukee Radio Amateurs' Club, Inc., elected to said Board at the first meeting of the incorporators and members of said corporation held this day, do hereby severally waive notice of the time, place and purpose of the first meeting of said Board of Directors and do hereby call said meeting and consent to the holding thereof at this time and place, to-wit: \* at the office of said corporation in the city of Milwaukee, Wisconsin, on the 21st day of March, 1923, immediately following the adjournment of said first meeting of the incorporators and members of said corporation and we do hereby severally consent to the transaction of any and all business that may come before said meeting.

Herbert F. Wareing

Eugene W. Ruppenthal

Clarence N. Grapo

Alvin Simandl

Edward T. Howell

Irving Strassman

Marian Szukalski

The meeting was called to order by Herbert F. Wareing one of the Directors.

Thereupon, on motion duly made, seconded and unanimously carried, Herbert F. Wareing was elected temporary Chairman of the meeting and thereafter acted as such.

Thereupon, on motion duly made, seconded and unanimously carried, H. G. Fawcett was elected temporary Secretary of the meeting and thereafter acted as such.

Thereupon, the Directors proceeded to the election of officers; and, on motion duly made and seconded, the following resolution was unanimously adopted;

"BE IT RESOLVED: That Herbert F. Wareing be, and he is hereby, chosen President of this corporation; that Edward T. Howell be, and he is hereby, chosen Vice-President of this corporation; that

# Record of Proceedings

H. G. Fawcett be, and he is hereby, chosen Secretary of this corporation; that Eugene W. Ruppenthal be, and he is hereby, chosen Business Manager of this corporation."

Thereupon, the said Herbert F. Wareing and H. G. Fawcett, respectively, began the discharge of their duties as such respective officers and thereafter acted as permanent Chairman and permanent Secretary of the meeting.

Thereupon, at the direction of the President, the Secretary read the minutes of the first meeting of the incorporators and members of this corporation held upon this same day and the code of By-Laws adopted at said meeting; and, after full and complete discussion of said minutes and said By-Laws and of all action taken at said meeting, the following resolution was duly made, seconded and unanimously adopted:

"BE IT RESOLVED: That all action taken by the incorporators and members of this corporation at their first meeting, including the adoption of By-Laws, and the By-Laws so adopted by them, be, and the same are hereby, ratified, approved and confirmed.

"BE IT FURTHER RESOLVED: That all resolutions adopted and all motions carried at said meeting and the By-Laws adopted at said meeting be, and the same are hereby, re-enacted and adopted by this Board of Directors, with the same force and effect as though herein set forth at length and made a part hereof."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That until it shall by resolution otherwise determine, the Board of Directors of this corporation shall hold regular meetings thereof at the office of the corporation on alternate ~~Thursdays~~ hereafter at the hour of 9:15 o'clock, ~~PM~~ P.M."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

"BE IT RESOLVED: That the West Side Bank, in the city of Milwaukee, Wisconsin, be, and it is hereby, selected and designated as the depository of and for the moneys and funds and other assets of this corporation; that all of the moneys and all of the funds of this corporation shall hereafter be deposited in and with said Bank and that such moneys and funds may be withdrawn only upon checks, orders and drafts signed by the Treasurer of this corporation."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLUTION

"WHEREAS, The Milwaukee Radio Amateurs' Club, Inc., has been invited by the American Radio Relay League, to become affiliated with it in its work, and is willing to cooperate with the League in its activities in amateur radio relay operation and desires to become associated therewith, and is aware of the mutual benefits to be obtained in legislative protection through such an alliance,-

THEREFORE, BE IT RESOLVED: That the Milwaukee Radio Amateurs' Club, Inc. hereby requests affiliation with the American Radio Relay League, Inc., and agrees to engage actively in the radio relay traffic work of the American Radio Relay League, Inc., through the stations of its several members and under jurisdiction of the recognized traffic organizations of the American Radio Relay League, Inc., and further agrees to act to the best of its ability to enforce observance of the radio laws of the United States, particularly with reference to prohibition of unnecessary interference inimical to relay traffic.

BE IT FURTHER RESOLVED: That the Milwaukee Radio Amateurs' Club, Inc., which is the successor to the Milwaukee Amateurs' Radio Club, Inc., and which was affiliated with the American Radio Relay League, Inc., on the 5th day of December, 1919 and reported on Page 14 of the January, 1920 "Q.S.T." to be the seventh body affiliated, shall be re-assigned the seventh place."

THE MILWAUKEE RADIO AMATEURS'  
CLUB, INC.

Harry G. Fawcett  
Secretary

Herbert F. Wareing  
President

E. W. Ruppenthal  
Treasurer

L. S. Hillegas-Baird  
Business Manager  
and  
American Radio Relay  
League, Inc., Central  
Division Publicity  
Manager.

E. T. Howell  
Vice-Pres.

APPROVED:

I. H. Strassman  
Milwaukee City  
Manager of the  
American Radio Relay  
League, Inc.

Clarence N. Crapo  
Superintendent of Wis-  
consin District No. 1  
of the American Radio  
Relay League, Inc."

Thereupon, on motion duly made and seconded, the following resolution was unanimously adopted:

QUALITY

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QUALITY

"BE IT RESOLVED: That the Secretary shall at once procure for the corporation a corporate seal, which seal shall have inscribed thereon the name of this corporation and the words "Corporate Seal" and "Wisconsin," and that such seal shall be, and the same is hereby, adopted as and for the corporate seal of this corporation; and that, for the purpose of identification, the said Secretary is hereby directed to impress said seal upon the page of the record where this resolution appears."

There being no further business to come before the meeting, the same was, on motion duly made, seconded and unanimously carried, adjourned sine die.

H. G. Fawcett  
Temporary Secretary

Herbert F. Wareing  
Temporary Chairman

H. G. Fawcett  
Permanent Secretary

Herbert F. Wareing  
Permanent Chairman

AMENDMENT OF PARAGRAPHS TWO AND THREE OF ARTICLE  
IV OF THE ARTICLES OF ORGANIZATION

The board of directors of the Milwaukee Radio Amateurs' Club, Inc. in session May 10th, 1934, has un-  
animously recommended the following ammendments to the  
articles of the constitution of said elub.

BE IT RESOLVED: That the article relating to the dates  
of election of the board of directors and  
their installation into office, which de-  
crees that members of the board shall be

QUALITY

elected on the last Thursday in September of each year, and that they shall take office the first Thursday in October of each year, be amended to read as follows:

"The election of members of the board of directors shall take place on the second last Thursday of May of each year, and the newly elected board and it's chosen officers shall be installed into office on the last Thursday of the regular club season."

This amendment shall become effective immediately on passage by the membership.

The above amendment was presented to the membership at the regular club meeting of May 17, 1934.

The secretary called the roll and found that more than one half of the membership were present. The meeting was therefore declared competent to transact any or all business that might lawfully come before it.

Thereupon the meeting proceeded to consider the above amendment and after a thorough and complete discussion thereof and all those present being fully conversant therewith, the above amendment was, on motion duly made and seconded adopted as and for part of the By-Laws of this Corporation.

In witness whereof, we have hereunto set our hands this seventeenth day of May, A.D. 1934.

Chas. A. Rosenbaum

\_\_\_\_\_  
President

H. J. Parish

\_\_\_\_\_  
Secretary

RESOLUTION

RESOLVED: That Louis A. Wollaeger be named as trustee to apply for and hold an amateur radio-station license in behalf of The Milwaukee Radio Amateurs' Club, Inc. until such time as the said The Milwaukee Radio Amateurs' Club, Inc. shall by resolution resolve otherwise.

(Passed October , 1947)